

Telecommunications
E Commerce
Technology
Corporate & Finance
Trademarks
Proprietary Rights
Complex Litigation
General Business Law

The Helein Law Group, LLP

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Suite 700
McLean, VA 22102

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RECEIVED

2005 JAN -4 AM 10: 31

T.R.A. DOCKET ROOM

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January 3, 2005

Aster Adams, Chief
Competitive Markets & Policy Division
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

To the Attention of: Sharla Dillon, Docket Room Manager

Re: Joint Petition of United American Technology, Inc. and Promise Vision
Technology, Inc. for Approval of Transfer of Customer Base
Our Docket No. 04-00431

Dear Mr. Adams:

On behalf of United American Technology, Inc. ("UAT") and PromiseVision Technology, Inc. ("PromiseVision")(together, "Petitioners"), transmitted herewith is an original plus thirteen (13) copies of this response to your December 21, 2004 Data Request No. 1 in the above-entitled matter.

1. Have the petitioners filed a similar petition with the FCC? If so, provide the FCC file or docket number?

Yes. Petitioners filed a Domestic 214 Application seeking FCC approval of UAT's acquisition of certain assets of PromiseVision, namely, PromiseVision's customer base. A copy of the FCC Order granting the 214 Application is attached hereto at Exhibit A.

2. Provide the results or disposition of any filings with other state regulatory agencies.

Petitioners applied for and obtained state commission authority to transfer PromiseVision's in-state customer base to UAT in the following states: Florida, Indiana,

Kentucky, Ohio, Oregon and Washington. Details on the disposition of filings in these states follow:

FLORIDA	04/22/04 Company Code TJ907 Docket No 040357-TI closed on 4/22/04	4/21/04 – Application for Approval of Transfer filed with PSC 4/27/04 – IXC Registration Form and request for Cancellation of PromiseVision Certificate filed with PUC pursuant to staff request
INDIANA	05/07/04 CTA AA0405-1	5/3/04 – Verified Notice of Change in Certificate of Territorial Authority Registration filed 5/7/04 – Notice of Change of CTA received and process pursuant to Commission's Seventh Supplemental Order in Cause No. 38149, CTA AA0405-1
KENTUCKY	Filing Number T65-0574 Tariff Filing Name Change Accepted Effective 5/21/04	4/20/04 – Notice of customer base transfer filed with PSC. 5/19/04 – Filed revisions to Tariff No 2 per request of Tariff Review Branch Manager. 5/21/04 – Tariff filing Name Change Accepted
OHIO	04-985-TP-ACE 04-1594-TP-ATR	6/18/04 – Filed PUC App 6/21/04 – PUC Application docketed 7/7/04 – Email to client re OH PUC request for disconnect notice and amendments to form of billing statement 7/9/04 – File replacement tariff pages with OH PUC pursuant to staff request. 7/20/04 – Filed sample Residential Disconnection Notice and sample Customer Bill to supplement docket. 7/20/04 – Filed final tariff with effective date of July 22, 2004, pursuant to Commission Order 10/13/04 – Filed Application to Transfer Customer Base of PromiseVision 10/14/04 – Transfer Application docketed
OREGON	CP 1226; Order No. 04-345 (Grant of Authority) 06/18/04 CP 712 Order No 99-695 (Transfer of Authority) 06/18/04	4/23/04 – Application with original signatures filed with PUC. 6/18/04 – Authority granted to UAT – Certificate No CP 1226; Order No 04-345 6/18/04 – Authority transferred from PromiseVision to UAT (PromiseVision Cert No CP 712, Order No 99-695)
WASHINGTON	UT-040855	5/7/04 – WUTC Registration filed 5/11/04 – Petition scanned and posted by WUTC Records Management System on 5/10/04, Docket No. UT-040855 assigned Filing scheduled to become effective June 9, 2004 5/12/04 – Filed revised price list pages with WUTC pursuant to request of staff to use WUTC template 10/13/04 – Filed Notification and Joint Request of Customer Base Transfer of PromiseVision 10/25/04 – Filed Notification and Joint Request of the Transfer of Customers Pursuant to WAC 481-20-147

Where required, UAT will file applications seeking authority to transfer in-state customers in other states where UAT's applications for IXC licenses remain pending.

3. Assuming UAT receives approval for its CCN, please explain the statement on page 2 of the petition that states, "*UAT will manage PV's assets pursuant to a Management Agreement.*" Does this mean that UAT will not actually own PV's assets?

Upon issuance of the CCN, UAT will own PromiseVision's assets (customers).

The Asset Purchase Agreement (APA) pursuant to which UAT agreed to acquire PromiseVision's assets automatically closes in each state where UAT obtains approval to transfer customers or is where UAT is otherwise authorized to transfer customers by law. In states where authorization has not been granted, UAT will continue to manage PromiseVision's customers until such time as authorization is granted. This means that title to the assets remains with PromiseVision and PromiseVision retains ownership of the customers. During the transitional period (during the Management Agreement) UAT manages the customer accounts and the day-to-day operations of PromiseVision, but does not own the assets.

4. Does PV intend to keep its CCN in Tennessee?

No. PromiseVision intends to cancel its CCN in Tennessee immediately upon the TRA's issuance of UAT's CCN.

5. Confirm that customer rates will not change as a result of this transaction and that UAT will operate under its name with no change of services or rates. Also provide new tariff sheets under the UAT name immediately after approval and before transfer of customers.

UAT will provide PromiseVision customers the same services under the same rates, terms and conditions they currently receive from PromiseVision.

6. Provide a copy of the customer letter you plan on sending out at least 30 days prior to the transfer of the customers. It must be approved by the Authority prior to consideration of the petition to verify that all customer requirements are met.

See Exhibit B.

7. Are any other assets of PV being purchased by UAT?

No.

8. Provide an organization chart of the company after the transaction is complete.

UAT currently has no subsidiaries or affiliates. Nothing will change as a result of the transaction. UAT is acquiring only PromiseVision's customers, nothing else.

9. Has UAT been certified by the Tennessee Secretary of State? Provide copy of the certification.

Yes. See Exhibit C.

10. Provide the most current, audited income statement, balance sheet and statement of cash flow for UAT.

UAT does not have audited financial statements. Please find UAT's current unaudited financial statements at Exhibit D.

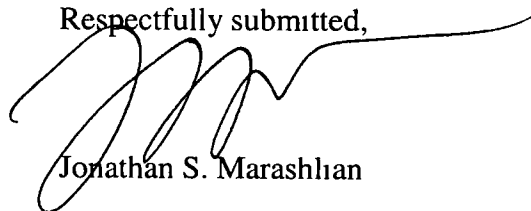
11. Will local management personnel of PV be employed? If not, provide evidence that UAT's personnel and executives possess sufficient managerial, financial and technical expertise to provide telecommunications services.

See Exhibit E.

An additional copy of this filing is also enclosed, to be date-stamped and returned in the postage-prepaid envelope provided.

Should there be any questions regarding this filing, kindly contact the undersigned.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Jonathan S. Marashlian', is written over the typed name.

Jonathan S. Marashlian

EXHIBIT A

Proof of FCC 214 Asset Transfer Authority



PUBLIC NOTICE

Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

News Media Information 202 / 418-0500
Fax-On-Demand 202 / 418-2830
TTY 202 / 418-2555
Internet <http://www.fcc.gov>
<ftp.fcc.gov>

DA 04-3556
Released: November 9, 2004

NOTICE OF STREAMLINED DOMESTIC 214 APPLICATION GRANTED

WC Docket No. 04-385

The application listed in this notice has been granted pursuant to the Commission's streamlined procedures for domestic section 214 transfer of control applications. 47 C.F.R. § 63.03. The Wireline Competition Bureau has determined that grant of this application serves the public interest.¹ For purposes of computation of time for filing a petition for reconsideration or application for review, or for judicial review of the Commission's decision, the date of "public notice" shall be the release date of this notice.²

1. Domestic Section 214 Application filed for Acquisition of Assets of PromiseVision Technology, Inc. by United American Technology, Inc., WC Docket No. 04-385, DA 04-3224 (rel. Oct. 8, 2004).

Effective Date of Grant: 11/8/04

For further information, please contact Tracey Wilson-Parker, at (202) 418-1394 or Terri Natoli, Competition Policy, Wireline Competition Bureau at (202) 418-1574.

¹ *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, 17 FCC Rcd 5517, 5529 (2002), para 22

² *Id.*, see 47 C.F.R. § 1.4 (Computation of time)



PUBLIC NOTICE

Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

News Media Information 202 / 418-0500
Fax-On-Demand 202 / 418-2830
TTY 202 / 418-2555
Internet <http://www.fcc.gov>
<ftp.fcc.gov>

DA 04-3224
Released: October 8, 2004

**DOMESTIC SECTION 214 APPLICATION FILED FOR ACQUISITION OF ASSETS
OF PROMISEVISION TECHNOLOGY, INC. BY UNITED AMERICAN
TECHNOLOGY, INC.**

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 04-385

Comments Due: October 22, 2004

Reply Comments Due: October 29, 2004

On September 21, 2004, United American Technology, Inc. ("UAT" or "Transferee") and PromiseVision Technology, Inc. ("PromiseVision" or "Transferor") (together "Applicants"), filed an application, pursuant to sections 63.03 and 63.04 of the Commission's rules,¹ requesting approval to enable UAT to acquire the interstate, interexchange (hereafter, long distance) customer base of PromiseVision.

Applicants assert that this transaction is entitled to presumptive streamlined treatment pursuant to section 63.03(b)(2)(i) of the Commission's rules² because, immediately following the proposed transactions, (1) Applicants and their affiliates combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) the transferee would provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) neither of the Applicants or their Affiliates is dominant with respect to any service.³

UAT is an Oklahoma-based reseller of long distance services. UAT is authorized to provide long distance services in the following states: AL, AZ, CA, CO, DE, FL, GA, IL, IN, KS, KY, MD, MI, MT, NV, NH, NJ, NY, OH, OR, PA, SC, SD, UT, VA, WA, WV, and WI.

¹ 47 C F R §§ 63.03, 63.04, *see* 47 U S C § 214

² 47 CFR § 63.03(b)(2)(i)

³ *See* Letter from Johnathan Marashlian, counsel, UAT, to Marlene Dortch, Secretary, Federal Communications Commission, WC Docket No. 04-385, at 2 (filed October 6, 2004)

The 10% or greater owners of UAT include John Bachman Trust, 33%; Tom Anderson Trust, 33%, and Wiletta Thompson Trust, 33%. There are no other 10% or greater owners of UAT.

PromiseVision is also an Oklahoma-based reseller of long distance services and is authorized to provide long distance services throughout the continental U.S.

UAT and PromiseVision entered into an Asset Purchase Agreement wherein PromiseVision agreed to sell and UAT agreed to acquire PromiseVision's long distance customer base. As a result of the transaction, UAT will become the long distance service provider of the transferred customer base. The proposed customer base transfer is subject to certain state required notifications and/or approvals. In states where UAT has not yet secured authorization to provide long distance, it will service transferred customers pursuant to a pre-existing transitional Management Agreement with PromiseVision upon consummation of the APA.

The Applicants assert that granting this application is in the public interest because there will be no interruption of service or inconvenience to affected PromiseVision customers. Applicants state that the proposed transaction will ensure that PromiseVision's customers continue to enjoy long distance services backed by the support services of UAT, a growing and highly competitive carrier. Applicants also state that, given that UAT will provide these services at the same rates and terms and conditions of service that these customers currently receive from PromiseVision, the transaction will be transparent to assure that affected PromiseVision customers will understand how the proposed change in service providers will affect them. Moreover, according to the Applicants, PromiseVision customers will not incur any charges to effectuate the change in preferred carriers. The Applicants assert that the only change transferred customers will visibly notice is the name "United American Technology" replacing "PromiseVision" on their invoices. The Applicants state they have sent written notice to affected PromiseVision customers informing them of the proposed transaction and service to these customers will not be transferred until the requisite approval has been obtained.

GENERAL INFORMATION

The transfer of control of assets identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer of control application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Interested parties may file **comments on or before October 22, 2004** and **reply comments on or before October 29, 2004.**⁴ Unless otherwise notified by the Commission, Applicants are permitted to transfer control on the 31st day after the date of this notice.⁵ Comments may be filed using the

⁴ See 47 C.F.R. § 63.03(a)

⁵ Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction

Commission's Electronic Comment Filing System (ECFS) or by filing paper copies. *See Electronic Filing of Documents in Rulemaking Proceedings*, 63 Fed. Reg. 24121 (1998).

Comments filed through the ECFS can be sent as an electronic file via the Internet to <<http://www.fcc.gov/e-file/ecfs.html>>. Generally, only one copy of an electronic submission must be filed. If multiple docket or rulemaking numbers appear in the caption of this proceeding, however, commenters must transmit one electronic copy of the comments to each docket or rulemaking number referenced in the caption. In completing the transmittal screen, commenters should include their full name, U.S. Postal Service mailing address, and the applicable docket or rulemaking number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions for e-mail comments, commenters should send e-mail to ecfs@fcc.gov, and should include the following words in the subject line "get form <your e-mail address>." A sample form and directions will be sent in reply.

Parties who choose to file by paper must file an original and four copies of each filing. If more than one docket or rulemaking number appears in the caption of this proceeding, commenters must submit two additional copies for each additional docket or rulemaking number. Filings can be sent by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail (although we continue to experience delays in receiving U.S. Postal Service mail). The Commission's contractor, Natek, Inc., will receive hand-delivered or messenger-delivered paper filings for the Commission's Secretary at 236 Massachusetts Avenue, N.E., Suite 110, Washington, D.C. 20002. The filing hours at this location are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with rubber bands or fasteners. Any envelopes must be disposed of before entering the building. Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9300 East Hampton Drive, Capitol Heights, MD 20743. U.S. Postal Service first-class mail, Express Mail, and Priority Mail should be addressed to 445 12th Street, SW, Washington, D.C. 20554. All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

In addition, one copy of each pleading must be sent to each of the following:

the Commission's duplicating contractor, Best Copy and Printing, Inc., 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554; e-mail: www.bcpweb.com; phone: 202-488-5300 fax: 202-488-5563;

- (1) Tracey Wilson, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C437, Washington, D.C. 20554; e-mail: tracey.wilson-parker@fcc.gov;
- (2) Kimberly Jackson, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 3-C403, Washington, D.C. 20554; e-mail: kimberly.jackson@fcc.gov;
- (3) Terri Natoli, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C234, Washington, D.C. 20554; e-mail: terri.natoli@fcc.gov;

(4) James Bird, Office of General Counsel, 445 12th Street, S.W., Room 8-C824, Washington, D.C. 20554; e-mail: james.bird@fcc.gov.

Filings and comments are also available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, SW, Room CY-A257, Washington, DC, 20554. They may also be purchased from the Commission's duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, SW, Room CY-B402, Washington, DC, 20554, telephone: 202-488-5300, fax: 202-488-5563, or via e-mail www.bcpweb.com.

For further information, please contact Tracey Wilson at (202) 418-1394, or Kimberly Jackson at (202) 418-7393.

- FCC -

EXHIBIT B

Proposed Customer Letter

[INSERT UAT LOGO HERE]

[INSERT PROMISEVISION LOGO HERE]

[INSERT DATE HERE]

XXXXXXXXXXXXXX
XXXXXXXXXXXXXX
XXXXXXXXXXXXXX

**** IMPORTANT NOTICE ABOUT YOUR LONG DISTANCE SERVICE ****

Subject Your Existing PromiseVision Long Distance Account

Dear Customer

Since January 2004 your long distance services provided by PromiseVision Technology, Inc (PromiseVision) have been managed by United American Technology, Inc (UAT). We hope that throughout this year you have continued to enjoy the same quality long distance services as you have in the past. UAT agreed to purchase your long distance account from PromiseVision so that it could directly serve you under its own name. UAT will become your new long distance provider 30 days after this notification.

UAT wants to extend you a warm welcome. The only change you will notice in your existing service is UAT's name on your long distance bill. Under no circumstance will any of UAT's new customers experience rate increases. You will not experience any service delays and you will not be billed any costs associated with the transfer of service. In fact, there is no reason for you to take any action at all to continue receiving your long distance service.

UAT provides the highest quality long distance service utilizing the largest carrier networks in the world. We are a profitable company with a great service record. To learn more about UAT, please visit us at www.uatnow.com

While you have the right to select another long distance carrier for your service, I want you to know that UAT is committed to providing you with the most advanced and reliable telecommunications services available.

Please call us at 800-394-2611 if you have any questions at all. Once more, no action is required by you to maintain your long distance voice service with UAT. We know you will be pleased with us and we are eager to serve you.

Warmest Regards,

John Bachman
President

UNITED AMERICAN TECHNOLOGY, INC

EXHIBIT C

Secretary of State Certificate

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 09/07/04
REQUEST NUMBER: 5226-0400
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 09/03/04 1007
EFFECTIVE DATE/TIME: 09/03/04 1007
CONTROL NUMBER: 0476956

TO:
THE HELEIN LAW GROUP, LLP
8180 GREENSBORO DR
STE 700
MCLEAN, VA 22102

RE:
UNITED AMERICAN TECHNOLOGY, INC.
APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

ON DATE: 09/03/04

FROM:
UNITED AMERICAN TECHNOLOGY, INC.
900 N.E. 63RD STREET
STE 100
OKLAHOMA CITY, TN 73105-0000

RECEIVED: FEES \$600.00 \$0.00
TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00003580173
ACCOUNT NUMBER: 00469368



Riley C Darnell

RILEY C DARNELL
SECRETARY OF STATE

State of Tennessee



Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

RECEIVED
STATE OF TENNESSEE
For Office Use Only
2004 SEP -3 AM 10:07
RILEY DARNELL
SECRETARY OF STATE

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1 The name of the corporation is United American Technology, Inc.

*If different, the name under which the certificate of authority is to be obtained is _____

[NOTES: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. *If obtaining a certificate of authority under a different corporate name, an application for registration of an assumed corporate name must be filed pursuant to Section 48-14-101(d) with an additional \$20.00 fee.]

2 The state or country under whose law it is incorporated is Oklahoma

3 The date of its incorporation is October 28, 2003 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

4 The complete street address (including zip code) of its principal office is
900 N E 63rd Street, Suite 100, Oklahoma City, Oklahoma 73105

Street City State/County Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee and the name of its registered agent is
1900 Church Street, Suite 400, Nashville, Tennessee 37203

Street City State/County Zip Code
Registered Agent National Registered Agents, Inc

6 The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary)

John Bachman, President, 900 N E 63rd Street, Suite 100, Oklahoma City, Oklahoma 73105

Tom Anderson, CEO, 900 N E. 63rd Street, Suite 100, Oklahoma City, Oklahoma 73105

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary)

John Bachman, Chairman, 900 N E 63rd Street, Suite 100, Oklahoma City, Oklahoma 73105

8 If the corporation commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) _____

9 The corporation is a corporation for profit

10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is _____ (date), _____ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.]

8/30/2004

Signature Date

CEO

Signer's Capacity

United American Technology, Inc.

Name of Corporation

Tom Anderson

Signature

Tom Anderson

Name (typed or printed)

EXHIBIT D

Financial Information

United American Technology, Inc
Balance Sheet
December 31, 2003

ASSETS

Current Assets		
Checking - BancFirst 6003980	\$	1,996,974.48
Operating - Local #717235915		569.08
Checking - BancFirst Sweep		3,776.84
Cash - Local OK C.D.		15,000.00
A/R - Tom Anderson		45,000.00
A/R - Willeta Thompson		82,000.00
A/R - Ron Taylor		17,710.00
A/R - Edwin Perez		8,000.00
A/R - LEC Billing		6,740.43
A/R - Direct Bill		5,999.67
A/R - Residual Carriers		1,998.53
Employee Advances		5,976.15
		<hr/>
Total Current Assets		2,189,745.18
Property and Equipment		
Furniture and Fixtures		25,000.00
Equipment		46,000.00
Automobiles		9,000.00
		<hr/>
Total Property and Equipment		80,000.00
Other Assets		
Deposits		1,020.00
Market Share Inventory		451,700.00
		<hr/>
Total Other Assets		452,720.00
		<hr/>
Total Assets	\$	<u><u>2,722,465.18</u></u>

LIABILITIES AND CAPITAL

Current Liabilities		
Accounts Payable	\$	146.56
A/P - Quest		129,811.42
A/P - Amex		5,360.94
A/P - P/R Accrual		6,856.57
N/P - Promisevision Merger		149,623.98
N/P - POK		2,000.00
A/P - TIS		3,891.62
N/P - John Bachman (ST)		2,800.00
N/P - Nazerene Church (ST)		23,750.00
N/P - NEC Phone Equip (ST)		52,778.80
N/P - Equip Citicorp (ST)		792.83
N/P - Equip Wells Fargo (ST)		126.29
N/P - Local OK Bank (ST)		65,580.25
N/P - Local OK - Auto (ST)		8,253.85
N/P - Local OK - C.D. (ST)		12,394.52
		<hr/>
Total Current Liabilities		464,167.63
Long-Term Liabilities		
		<hr/>
Total Long-Term Liabilities		0.00
		<hr/>
Total Liabilities		464,167.63

Unaudited - For Management Purposes Only

United American Technology, Inc
Balance Sheet
December 31, 2003

Capital		
Common A	100.00	
Common B	100.00	
Paid-in Capital	2,000,000.00	
Net Income	258,097.55	
	<hr/>	
Total Capital		2,258,297 55
		<hr/>
Total Liabilities & Capital	\$	2,722.465 18
		<hr/> <hr/>

United American Technology, Inc.
Income Statement
For the Twelve Months Ending December 31, 2003

	Current Month		Year to Date	
Revenues				
Direct Bill Revenue	\$ 0 00	0.00	\$ 0 00	0.00
Revenue - Lec	6,740.43	2.59	6,740.43	2.59
Bonus Fees	620 00	0 24	620.00	0 24
Sales Unlimited Residual	3,497 75	1 35	3,497.75	1 35
Sales #3	0.00	0 00	0.00	0.00
Interest Income	1 24	0 00	7.55	0.00
Market Share	248,700 00	95 72	248,700.00	95.71
MGMT Fee Income	270 00	0 10	270 00	0 10
Finance Charge Income	0.00	0.00	0 00	0 00
Shipping Charges Reimbursed	0.00	0.00	0.00	0.00
Sales Returns and Allowances	0 00	0.00	0 00	0 00
Sales Discounts	0.00	0.00	0 00	0 00
Total Revenues	259,829 42	100 00	259,835 73	100 00
Cost of Sales				
Cost of Goods Sold #1	0 00	0 00	0 00	0.00
Cost of Goods Sold #2	0 00	0 00	0 00	0 00
COGS - Carrier Fees	0.00	0 00	0.00	0 00
COGS - Internet Ser Fees	90 73	0 03	90 73	0 03
Cost of Sales-Salaries and Wag	0.00	0 00	0 00	0.00
Cost/Sales-Telemarket Con Lab	368 28	0 14	368 28	0.14
Cost of Sales-Postage	0 00	0 00	0.00	0 00
COGS-Supplies Expense-Telemark	0 00	0 00	0 00	0 00
COGS - PRINTING EXPENSE	0.00	0 00	0 00	0 00
COGS-Prof Serv-Telecomm Exp	0 00	0 00	0.00	0 00
COGS-Security Expense	0 00	0 00	0 00	0 00
COGS-Switch Fee	0 00	0 00	0.00	0 00
Cost of Sales-DB Tax Process	0 00	0 00	0 00	0 00
COGS - Telemarket Acct Fee	0 00	0 00	0 00	0 00
COGS-Advertising Telemarketing	0 00	0 00	0 00	0 00
COGS-Rent or Lease Expense	0 00	0 00	0.00	0 00
Purchase Returns and Allowance	0.00	0 00	0 00	0.00
Purchase Discounts	0 00	0 00	0 00	0 00
Total Cost of Sales	459 01	0 18	459 01	0 18
Gross Profit	259,370.41	99 82	259,376 72	99 82
Expenses				
Default Purchase Expense	0 00	0 00	0 00	0 00
Advertising Expense	200 00	0 08	200 00	0 08
Amortization Expense	0 00	0 00	0.00	0.00
Auto Expenses	0.00	0 00	0.00	0 00
AUTO EXPENSES (P/R)	0 00	0 00	0 00	0 00
Bad Debt Expense	0 00	0 00	0 00	0.00
Bank Charges	144 79	0 06	150 94	0 06
Service Fees	<24.02>	<0.01>	<24.02>	<0.01>
Cash Over and Short	0 00	0 00	0.00	0 00
Charitable Contributions Exp	0 00	0 00	0.00	0.00
Commissions and Fees Exp	0 00	0 00	0.00	0 00
Depreciation Expense	0.00	0.00	0 00	0.00
Dues and Subscriptions Exp	0.00	0 00	0.00	0.00
Employee Benefit Programs Exp	0 00	0 00	0.00	0 00
Freight Expense	0.00	0 00	0 00	0.00
Gifts Expense	0 00	0 00	0 00	0.00
Income Tax Expense	0.00	0 00	0 00	0 00

For Management Purposes Only

United American Technology, Inc
Income Statement
For the Twelve Months Ending December 31, 2003

	Current Month		Year to Date	
Insurance Expense	161.77	0 06	161 77	0.06
Workers Comp Insurance	0.00	0 00	0.00	0.00
Interest Expense	111.42	0 04	111 42	0 04
Laundry and Clearing Exp	0.00	0 00	0 00	0.00
Legal and Professional Expense	0 00	0 00	0 00	0 00
Professional Fees - Computer E	0.00	0 00	0 00	0.00
Licenses Expense	0.00	0.00	0 00	0.00
Loss on NSF Checks	0.00	0 00	0.00	0.00
Maintenance Expense	0 00	0 00	0 00	0 00
Meals and Entertainment Exp	0.00	0.00	0.00	0.00
Office Expense	0 00	0 00	0 00	0 00
Payroll Tax Expense	0.00	0.00	0 00	0.00
SUTA - P/R Tax Expense	0.00	0.00	0.00	0 00
FUTA - P/R Tax Expense	0 00	0.00	0.00	0 00
PRIVILEGE TAX	0 00	0.00	0 00	0.00
Contract Labor	270.00	0 10	270 00	0 10
Advisory Fee	0.00	0 00	0.00	0 00
Other Taxes	0.00	0.00	0 00	0.00
Postage Expense	0 00	0 00	0 00	0.00
Printing	146 56	0 06	146 56	0 06
Rent or Lease Exp - ADMIN	0.00	0 00	0.00	0 00
Repairs Expense	262.50	0.10	262 50	0.10
Supplies Expense	0.00	0 00	0 00	0.00
Computer/IT Expense	0 00	0 00	0 00	0 00
Telephone Expense	0 00	0.00	0.00	0 00
Travel Expense	0 00	0 00	0 00	0 00
Salaries Expense	0.00	0 00	0.00	0 00
Wages Expense	0 00	0 00	0.00	0 00
Utilities Expense	0.00	0.00	0 00	0 00
Other Expense	0 00	0 00	0 00	0 00
Purchase Disc-Expense Items	0.00	0.00	0.00	0 00
Gain/Loss on Sale of Assets	0 00	0 00	0.00	0 00
Total Expenses	1,273 02	0 49	1,279 17	0 49
Net Income	\$ 258,097 39	99 33	\$ 258,097 55	99 33

AFFIDAVIT

STATE OF OKLAHOMA

COUNTY OF

Cleveland

SS

Personally appeared before the undersigned, and officer duly authorized to administer oaths, Tom Anderson, who first being duly sworn, deposes and says:

- I am of lawful age;
- I am Chief Executive Officer of United American Technology, Inc.,
- I have reviewed the unaudited balance sheet and income statement of United American Technology, Inc. for the year ended December 31, 2003, and I affirm they are true and accurate.

I do solemnly swear under penalty of perjury.

Tom Anderson

(Signature of Affiant)

Subscribed and sworn before me, this

9 day of March, 2004.

(SEAL)



My Commission Expires

Jan 14, 2008

EXHIBIT E

Managerial & Technical Qualification

UAT is a switchless resale common carrier providing intrastate long distance message toll telecommunications services to customers for their direct transmission and reception of voice, data and/or other types of communication. These long distance services are provided through local exchange and/or other connecting carriers. UAT leases the underlying facilities necessary to provide telecommunications services from major facilities-based interexchange carriers, such as Qwest and PowerNet Global. UAT has an experienced management team, but relies on its underlying carriers for technical support.

UAT's key personnel include John Bachman and Tom Anderson. Mr. Bachman is Applicant's president. Mr. Bachman has managed the company's operations since its inception and is responsible for leading the company to position itself to become an operating entity. Mr. Bachman has held a variety of positions in various businesses, including advertising and telecommunications. *See Attached Professional Bio.* Mr. Bachman's business experience includes management positions with supervisory authority in internal account management. Mr. Bachman is well-qualified to manage Applicant's entry into the interexchange markets.

Mr. Anderson is Applicant's Chief Executive Officer and Secretary. Mr. Anderson has extensive experience in the telecommunications industry, dating back to 1993. *See Attached Professional Bio.* Mr. Anderson's business experience includes management and operations, customer billing and customer service, staff supervisions and scheduling, bookkeeping and liaison with local compensation boards and state utility

commissions. Mr. Anderson will be responsible for ensuring that Applicant's services are of the highest quality and fully meet the technical and operations needs of its subscribers.

Professional Resume

John Bachman

Summary

Mr. Bachman is the founder and President of United American Technology, Inc. Mr. Bachman is a successful entrepreneur, having established, managed, and grown several business ventures in various fields for over 25 years. Mr. Bachman's experiences range from sales to operations to senior management. Mr. Bachman has a demonstrated ability to take unexciting, unprofitable companies and turn them into successful and marketable enterprises. Under Mr. Bachman's leadership, United American Technology, Inc. looks forward to providing quality telecommunications services to its customers and future growth and expansion.

Employment Experience

United American Technology, Inc. – President, 2003 – present

As President of UAT, I am responsible for overseeing, managing and guiding the day-to-day business of the company.

Media Partners of America – Co-owner

Media Partners of America is one of the fastest growing advertising companies in the state of Oklahoma. As co-owner of Media Partners of America, UAT will be given unrivaled sales and marketing channels and opportunities. For example, at Media Partners of America:

- **Marketing and Advertising** – We create efficient and effective marketing campaigns aimed at the specific target audience
- **Television and Radio Ad Placement** - With our years of media negotiating experience, our clients enjoy peace of mind. They know that we have represented their companies in a wonderful way, providing them with the most efficient media campaign possible
- **Newspaper, Magazine & Billboard Ad Placement** - Our Clients can expect efficient print ad placement and creative, eye-catching designs.
- **Script Writing** - We work closely with our Partner Clients during this process to ensure we convey the proper advertising message to the public

Hearing Aid Industry Experience

Mr. Bachman also has over 25 years of experience in various facets of the hearing aid business. At one point, Mr. Bachman was responsible for over \$30 million a year in hearing aid business.

Professional Resume

Tom Anderson

Summary

Mr. Anderson brings to United American Technology, Inc. over 10 years of experience in the telecommunications industry. Throughout his 10 plus years in the industry, Mr. Anderson has held several top management positions. Mr. Anderson's experiences range from sales to operations to senior management. Under Mr. Anderson's leadership, United American Technology, Inc. looks forward to providing quality telecommunications services to its customers and future growth and expansion.

Employment Experience

United American Technology, Inc. – Chief Executive Officer, 2003 – present

As CEO of UAT, I am responsible for overseeing, managing and guiding the day-to-day business of the company.

PromiseVision Technology, Inc. – Director of Operations, 1999 – 2003

As Director of Operations of PromiseVision, I was responsible for coordinating technical, administrative, regulatory and business operations of the company.

AmeriVision Communications, Inc. – Vice President of Sales, 1993 – 1998

As Vice President of Sales of AmeriVision Communications, Inc., I managed several major customer accounts, including: Concerned Women for America, Christian Broadcasting Network, Christian Coalition, Trinity Broadcasting Network and Jay Sekulow Live. My duties included day-to-day supervision of customer sign ups and complaints. I was responsible for providing detailed reports of daily activities on behalf of various organizations. In addition, as Vice President of Sales, I was responsible for overseeing a staff of sales people.

Educational Background

University of Central Oklahoma
Bachelor's Degree – Graduating class of 1992